



SHENWAN HONGYUAN (H.K.) LIMITED

申萬宏源(香港)有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 218)

Proxy Form for use at the Extraordinary General Meeting to be held on Friday, 17 May 2019

I/We (note 1) _____
of _____
being the registered holder(s) of _____ shares (note 2) of
SHENWAN HONGYUAN (H.K.) LIMITED (the "Company") hereby appoint (note 3) _____
of _____
or failing him, the Chairman of the meeting to act as my/our proxy and vote for me/us at the Extraordinary General Meeting of the Company to be held at the TALK Meeting Room on 2nd Floor, OZO Wesley Hong Kong, 22 Hennessy Road, Wanchai, Hong Kong on Friday, 17 May 2019 at 10:00 a.m. (or any adjournment thereof) as directed below or, if no such indication is given, as my/our proxy thinks fit.

Ordinary Resolution	FOR (note 4)	AGAINST (note 4)
To approve the following: (a) the memorandum of understanding ("2019 SWHYG MOU") entered into between Shenwan Hongyuan Group Co., Ltd. and the Company (a copy of which has been produced to the meeting marked "A" and initialled by the chairman of the meeting for identification purpose) in relation to the continuing connected transactions (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules")) and all the transactions contemplated thereunder as well as the proposed annual caps for the transactions contemplated under the 2019 SWHYG MOU for the seven months ending 31 December 2019, each of the two years ending 31 December 2021, and the five months ending 31 May 2022 as more particularly set out in the circular of the Company dated 30 April 2019 be and are hereby approved; and (b) the directors (the "Directors" and each a "Director") of the Company be and are hereby generally and unconditionally authorised to do all such acts or things and execute and deliver all such documents, instruments and agreements which they consider necessary, desirable or expedient to give effect to the transactions contemplated under the 2019 SWHYG MOU, and to agree to such variation, amendments or waiver of matters relating thereto as are, in the opinion of the Directors, in the interests of the Company and in accordance with the Listing Rules (where relevant).		

Date: _____

Signature (note 5): _____

Notes:

- Please insert full name(s) and address(es) in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this proxy form will be deemed to be related to all the shares of the Company registered in your name(s).
- Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.** A shareholder may appoint one or more proxy(ies) to attend the meeting and vote for him. The proxy need not be a member of the Company but must attend the meeting in person to represent you. Any alteration made to this proxy form must be initialled by the person who signs it.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE PLACE A "✓" IN THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE PLACE A "✓" IN THE RELEVANT BOX MARKED "AGAINST".** Failure to complete the boxes will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than the one referred to in the notice convening the meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
- Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share(s) as if he were solely entitled thereto; but if more than one of such joint holders are present at the meeting, either personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share(s), shall alone be entitled to vote in respect thereof.
- To be valid, this form of proxy together with any power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited at the registered office of the Company at Level 19, 28 Hennessy Road, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof.
- Completion and deposit of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.

PERSONAL INFORMATION COLLECTION STATEMENT

"Personal Data" in this proxy form has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Cap 486 ("PDPO"), which may include your and/or your proxy's name and address.

Your and your proxy's Personal Data provided in this form will be used in connection with processing your request for the appointment of a proxy to attend, act and vote on your behalf as directed above at the meeting. Your supply of your and your proxy's Personal Data is on voluntary basis. However, the Company may not be able to process your request unless you provide us with such Personal Data.

Your and your proxy's Personal Data will be disclosed or transferred by the Company to its subsidiaries, its share registrar and/or other companies or bodies for the purpose stated above, or when it is required to do so by law, for example, in response to a court order or a law enforcement agency's request, and will be retained for such period as may be necessary for the Company's verification and record purpose.

You/Your proxy have/has the right to request access to and/or correction of your/your proxy's Personal Data respectively in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your/your proxy's Personal Data should be in writing by mail to the Company's share registrar, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong.